



Order Filed on July 12, 2019 by
Clerk U.S. Bankruptcy Court
District of New Jersey

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY
Caption in compliance with D.N.J. LBR 9004-1

GIBBONS P.C.

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*Proposed Counsel to the Debtors
and Debtors-in-Possession*

In re:

NEW ENGLAND MOTOR FREIGHT, INC., *et al.*,

Debtors.¹

Chapter 11

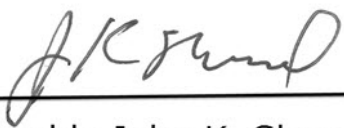
Case No. 19-12809 (JKS)

(Jointly Administered)

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
TAYLOR & MARTIN, INC. AS AUCTIONEERS TO THE DEBTORS
EFFECTIVE AS APRIL 3, 2019**

The relief set forth on the following pages, numbered two (2) through four (4), is
hereby **ORDERED**.

DATED: July 12, 2019



Honorable John K. Sherwood
United States Bankruptcy Court

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's taxpayer identification number are as follows: New England Motor Freight, Inc. (7697); Eastern Freight Ways, Inc. (3461); NEMF World Transport, Inc. (2777); Apex Logistics, Inc. (5347); Jans Leasing Corp. (9009); Carrier Industries, Inc. (9223); Myar, LLC (4357); MyJon, LLC (7305); Hollywood Avenue Solar, LLC (2206); United Express Solar, LLC (1126); and NEMF Logistics, LLC (4666).

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Debtors: New England Motor Freight, Inc., *et al.*

Case No.: 19-12809 (JKS)

Caption: Order Authorizing the Employment and Retention of Taylor & Martin, Inc. as
Auctioneers to the Debtors Effective as April 3, 2019

Upon consideration of the application (the “**Application**”)¹, of New England Motor Freight, Inc. and its affiliated debtors, as debtors and debtors in possession (the “**Debtors**”) for entry of an order authorizing the employment and retention of Taylor & Martin, Inc. (“**T&M**” or the “**Firm**”) as auctioneers to the Debtors and approving the terms of the Engagement Agreement, including the payment of compensation as provided under the T&M Engagement Agreement attached as Schedule 1 to the Order (A) Authorizing the Debtors to Sell at Auction Substantially All of Debtor NEMF’s Personal Property Assets Free and Clear of All Liens, Claims, Interests, and Encumbrances, (B) Approving Auction Procedures Relating to Such Auction Sales, and (C) Granting Related Relief (the “Sale Order”) without further Court order; and upon consideration of the Certification of Stacy Tracy (the “**Tracy Certification**”) submitted in support of the Application; and the Court being satisfied, based on representations made in the Application that (i) T&M has no connection with the Debtors, their creditors, any other party in interest, their current respective attorneys or professionals, the United States Trustee or any person employed in the Office of the United States Trustee, except as set forth in the Tracy Certification; (ii) T&M does not represent any entity having an adverse interest to the Debtors in connection with the Debtors’ Chapter 11 Cases; (iii) T&M is a “disinterested person” as that phrase is defined in section 101(14) of the Bankruptcy Code, and (iv) T&M’s employment is necessary and in the best interest of the Debtors; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Standing Order of Reference to the Bankruptcy Court Under Title 11 of the United States District Court for the District of New Jersey as amended on September 18, 2012

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

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Debtors: New England Motor Freight, Inc., *et al.*

Case No.: 19-12809 (JKS)

Caption: Order Authorizing the Employment and Retention of Taylor & Martin, Inc. as
Auctioneer to the Debtors Effective as of April 3, 2019

(Simandle, C.J.); and venue being proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and notice of the Application being sufficient under the circumstances; and it appearing that no other or further notice need be provided; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. The Debtors are authorized to employ and to retain T&M as their auctioneers to sell and liquidate the Equipment upon the terms set forth in the Application, as modified and as described in the Engagement Agreement, effective as of April 3, 2019, provided, however, that T&M shall not be entitled to indemnification from the Debtors' estates for any liability arising out of T&M's fraud or willful misconduct.
3. T&M shall be compensated in accordance with the terms generally described in the Application, as modified and as more fully set forth in the Engagement Agreement without further application to or order of this Court. The 2.5% online auction fee described in the Engagement Agreement shall be charged as an additional buyers' premium, if applicable to a particular sale, and shall not be payable by the Debtors' estates or the Secured Lenders. The requirement set forth in D.N.J. LBR 2016-1 to file a fee application is waived.
4. All Buyer Premiums, Commissions, Incentive Commissions and Reimbursable Costs retained and paid to T&M in accordance with the Engagement Agreement and in connection with the sale of the Equipment shall be free and clear of all liens and obligations.

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Debtors: New England Motor Freight, Inc., *et al.*

Case No.: 19-12809 (JKS)

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Auctioneer to the Debtors Effective as of April 3, 2019

5. The requirement set forth in D.N.J. LBR 2014-2(a)(6) to post a surety bond is waived. In lieu thereof, T&M shall procure and maintain an employee dishonesty bond in the amount of \$5,000,000 through the completion of the Engagement Agreement.

6. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

7. In the event of any inconsistency between this Order and the Sale Order, the terms of the Sale Order shall control.

8. This Court shall retain exclusive jurisdiction to hear and decide any and all disputes related to or arising from the implementation, interpretation and enforcement of this Order.

Imaged Certificate of Notice Page 5 of 8

United States Bankruptcy Court
District of New JerseyIn re:
New England Motor Freight, Inc.
DebtorCase No. 19-12809-JKS
Chapter 11**CERTIFICATE OF NOTICE**

District/off: 0312-2

User: admin
Form ID: pdf903Page 1 of 4
Total Noticed: 8

Date Rcvd: Jul 12, 2019

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Jul 14, 2019.

db +New England Motor Freight, Inc., 1-71 North Ave E, Elizabeth, NJ 07201-2958
 aty #+Brent C. Strickland, Whiteford, Taylor & Preston L.L.P., 7501 Wisconsin Avenue, Suite 700W,
 Bethesda, MD 20814-6521
 aty +Gibbons, P.C., One Gateway Center, Newark, NJ 07102-5321
 aty Howard A. Cohen, Gibbons P.C., 300 Delaware Avenue, Suite 1015, Wilmington, DE 19801-1671
 aty Jeffrey L. Nagel, Gibbons P.C., One Pennsylvania Plaza, 37th Floor,
 New York, NY 10119-3701
 aty +Todd M. Brooks, Whiteford, Taylor & Preston L.L.P., 7 St. Paul Street, Suite 1500,
 Baltimore, MD 21202-1636
 aty +WASSERMAN, JURISTA & STOLZ, P.C., 110 Allen Road, Suite 304,
 Basking Ridge, NJ 07920-4500
 aty +Whiteford Taylor & Preston, Seven Saint paul St. Ste 1800, Baltimore, MD 21202-1639

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE.

TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

Addresses marked '#' were identified by the USPS National Change of Address system as requiring an update.
While the notice was still deliverable, the notice recipient was advised to update its address with the court immediately.**I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.****Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.**

Date: Jul 14, 2019

Signature: /s/Joseph Speetjens**CM/ECF NOTICE OF ELECTRONIC FILING**

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on July 12, 2019 at the address(es) listed below:

Alan J. Brody on behalf of Creditor JP Morgan Chase brody@gtlaw.com, NJLitDock@gtlaw.com
 Andrew R. Turner on behalf of Defendant Protective Insurance Company courts@turnerlaw.net
 Andrew R. Turner on behalf of Interested Party Protective Insurance Company
 courts@turnerlaw.net
 Anthony Sodono, III on behalf of Defendant Shauna Jones asodono@msbnj.com
 Anthony Sodono, III on behalf of Creditor Jalil Walters asodono@msbnj.com
 Anthony Sodono, III on behalf of Creditor Mercedes Benz Financial Services USA LLC
 asodono@msbnj.com
 Anthony Sodono, III on behalf of Creditor Rasheeda Carter asodono@msbnj.com
 Anthony Sodono, III on behalf of Creditor Shauna Jones asodono@msbnj.com
 Anthony Sodono, III on behalf of Defendant Jalil Waters and Rashida Carter asodono@msbnj.com
 Beth J. Rotenberg on behalf of Creditor Berkley Insurance Company brotenberg@csglaw.com,
 ecf@csglaw.com
 Blake D. Roth on behalf of Creditor Bridgestone Americas Tire Operations, LLC
 blake.roth@wallerlaw.com,
 chris.cronk@wallerlaw.com;deborah.liles@wallerlaw.com;katie.stenberg@wallerlaw.com
 Brett Steven Theisen on behalf of Plaintiff New England Motor Freight, Inc.
 btheisen@gibbonslaw.com
 Brett Steven Theisen on behalf of Debtor New England Motor Freight, Inc.
 btheisen@gibbonslaw.com
 Brian Glass on behalf of Interested Party PA Department of Environmental Protection
 briaglass@pa.gov, verkanova@pa.gov
 Brian W. Hofmeister on behalf of Creditor Larry L. Banks bwh@hofmeisterfirm.com
 Catherine L. Corey on behalf of Creditor East River Energy, Inc, clcorey@nmmlaw.com
 Chad J. Toms on behalf of Debtor New England Motor Freight, Inc. ctoms@wtplaw.com
 Christopher Lynch on behalf of Creditor Fifth Third Bank clynch@reedsmith.com

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Page 2 of 4
Total Noticed: 8

Date Rcvd: Jul 12, 2019

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

Christopher John Leavell on behalf of Interested Party Class Plaintiffs at al
cleavell@klehr.com, lclark@klehr.com
Christopher John Leavell on behalf of Plaintiff Mary Carlin cleavell@klehr.com,
lclark@klehr.com
Christopher John Leavell on behalf of Plaintiff Dan Webster cleavell@klehr.com,
lclark@klehr.com
Daniel Stolz on behalf of Debtor New England Motor Freight, Inc. dstolz@wjslaw.com,
dstolz@ecf.inforuptcy.com/msousa@wjslaw.com/btorres@ecf.inforuptcy.com
David Edelberg on behalf of Creditor McIntosh Energy Company dedelberg@cullenanddykman.com,
edelbergdr82964@notify.bestcase.com
David A. Pisciotta on behalf of Creditor Santander Bank, N.A.
david.pisciotta@troutmansanders.com, john.murphy@troutman.com/alissa.piccione@troutman.com
David V. Fontana on behalf of Creditor TD Bank, N.A. dfont@gebsmith.com,
ltancredi@gebsmith.com;klusby@gebsmith.com
Deirdre E. Burke on behalf of Creditor Capital One, N.A. dburke@mccarter.com
Denise A Kuhn on behalf of Creditor Dept. of Revenue Commonwealth of Pennsylvania, department
of revenue dkuhn@attorneygeneral.gov
Donald W Clarke on behalf of Debtor New England Motor Freight, Inc. dclarke@wjslaw.com,
dclarke@ecf.inforuptcy.com
Douglas J. McGill on behalf of Creditor Pilot Thomas Logistics LLC dmcgill@webbermcgill.com,
mlynch@webbermcgill.com
Douglas T Tabachnik on behalf of Defendant Rita Alvarado dtabachnik@dttlaw.com,
rdalba@dttlaw.com
Douglas T Tabachnik on behalf of Creditor to Rita Alvarado The Rosato Firm, P.C., counsel
dtabachnik@dttlaw.com, rdalba@dttlaw.com
Eric Goldstein on behalf of Creditor United HealthCare Services, Inc. egoldstein@goodwin.com,
bankruptcy@goodwin.com/bankruptcyparalegal@goodwin.com
Evan S. Goldstein on behalf of Creditor Webster Capital Finance, Inc. egoldstein@uks.com
Frank Peretore on behalf of Creditor Wells Fargo Equipment Finance, Inc. fperetore@csglaw.com
Gail C. Lin on behalf of Plaintiff Alice Waters GL@outtengolden.com,
jxh@outtengolden.com;jar@outtengolden.com;rsr@outtengolden.com;kdeleon@outtengolden.com;squinonez
@outtengolden.com;tloughran@outtengolden.com
Gail C. Lin on behalf of Plaintiff Rich Richardson GL@outtengolden.com,
jxh@outtengolden.com;jar@outtengolden.com;rsr@outtengolden.com;kdeleon@outtengolden.com;squinonez
@outtengolden.com;tloughran@outtengolden.com
Gary D. Bressler on behalf of Creditor Mack Trucks, Inc. gbressler@mdmc-law.com,
kdeans@mdmc-law.com;sshidner@mdmc-law.com;dprimack@mdmc-law.com;bkleban@mdmc-law.com
Gary D. Bressler on behalf of Creditor VFS US LLC gbressler@mdmc-law.com,
kdeans@mdmc-law.com;sshidner@mdmc-law.com;dprimack@mdmc-law.com;bkleban@mdmc-law.com
Gary D. Bressler on behalf of Creditor Volvo Financial gbressler@mdmc-law.com,
kdeans@mdmc-law.com;sshidner@mdmc-law.com;dprimack@mdmc-law.com;bkleban@mdmc-law.com
Jacob Frumkin on behalf of Interested Party Great Dane LLC jfrumkin@coleschotz.com
JoAnne M. Bonacci on behalf of Creditor RLI Insurance Company jbonacci@dbplawfirm.com
John F. Bracaglia, Jr. on behalf of Interested Party Orange and Rockland Utilities, Inc.
brokaw@centraljerseylaw.com
John Phillip Schneider on behalf of Creditor Committee Official Committee Of Unsecured
Creditors JPSchneider@mdmc-law.com
John R. Morton, Jr. on behalf of Creditor CAB East LLC, serviced by Ford Motor Credit Company
LLC ecfmail@mortoncraig.com, mortoncraigecf@gmail.com
Joseph Lubertazzi, Jr. on behalf of Creditor Capital One, N.A. jlubertazzi@mccarter.com
Joseph J. DiPasquale on behalf of Creditor Committee Official Committee Of Unsecured
Creditors jdipasquale@lowenstein.com
Joseph J. McMahon, Jr. on behalf of Creditor Pilot Travel Centers LLC jmcMahon@ciardilaw.com,
jclarke@ciardilaw.com
Joseph L. Schwartz on behalf of Creditor Lucky's Energy Service, Inc. jschwartz@riker.com
Justin W. Gray on behalf of Defendant Angela Evans, Individually & as Parent & Natural
Guardian of E Evans, an Infant gray@maynardoconnorlaw.com, Sweeney@moscllp.com
Justin W. Gray on behalf of Creditor Daniel Rinaldi gray@maynardoconnorlaw.com,
Sweeney@moscllp.com
Justin W. Gray on behalf of Creditor Daniel Murtha gray@maynardoconnorlaw.com,
Sweeney@moscllp.com
Justin W. Gray on behalf of Creditor Janice A. Goodall gray@maynardoconnorlaw.com,
Sweeney@moscllp.com
Karen A. Giannelli on behalf of Debtor NEMF Logistics, LLC kgiannelli@gibbonslaw.com
Karen A. Giannelli on behalf of Plaintiff NEMF World Transport, Inc. kgiannelli@gibbonslaw.com
Karen A. Giannelli on behalf of Plaintiff Carrier Industries, Inc. kgiannelli@gibbonslaw.com
Karen A. Giannelli on behalf of Plaintiff Myar, LLC kgiannelli@gibbonslaw.com
Karen A. Giannelli on behalf of Plaintiff Apex Logistics, Inc. kgiannelli@gibbonslaw.com
Karen A. Giannelli on behalf of Debtor Carrier Industries, Inc. kgiannelli@gibbonslaw.com
Karen A. Giannelli on behalf of Debtor Myar, LLC kgiannelli@gibbonslaw.com
Karen A. Giannelli on behalf of Plaintiff NEMF Logistics, LLC kgiannelli@gibbonslaw.com
Karen A. Giannelli on behalf of Debtor NEMF World Transport, Inc. kgiannelli@gibbonslaw.com
Karen A. Giannelli on behalf of Plaintiff United Express Solar, LLC kgiannelli@gibbonslaw.com
Karen A. Giannelli on behalf of Debtor Jans Leasing Corp. kgiannelli@gibbonslaw.com
Karen A. Giannelli on behalf of Other Prof. Donlin, Recano & Company, Inc.
kgiannelli@gibbonslaw.com
Karen A. Giannelli on behalf of Plaintiff Eastern Freight Ways, Inc. kgiannelli@gibbonslaw.com

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Total Noticed: 8

Date Rcvd: Jul 12, 2019

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

Karen A. Giannelli on behalf of Plaintiff Hollywood Avenue Solar, LLC
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Karen A. Giannelli on behalf of Debtor New England Motor Freight, Inc.
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Karen A. Giannelli on behalf of Debtor Hollywood Avenue Solar, LLC kgiannelli@gibbonslaw.com
Karen A. Giannelli on behalf of Debtor Apex Logistics, Inc. kgiannelli@gibbonslaw.com
Karen A. Giannelli on behalf of Plaintiff MyJon, LLC kgiannelli@gibbonslaw.com
Karen A. Giannelli on behalf of Debtor MyJon, LLC kgiannelli@gibbonslaw.com
Karen A. Giannelli on behalf of Plaintiff Jans Leasing Corp. kgiannelli@gibbonslaw.com
Karen A. Giannelli on behalf of Debtor Eastern Freight Ways, Inc. kgiannelli@gibbonslaw.com
Karen A. Giannelli on behalf of Debtor United Express Solar, LLC kgiannelli@gibbonslaw.com
Karen A. Giannelli on behalf of Plaintiff New England Motor Freight, Inc.
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Kate R. Buck on behalf of Creditor Potomac Edison Company, Toledo Edison Company and West
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Kate R. Buck on behalf of Creditor Connecticut Light & Power Company, NStar Western
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Keri P. Ebeck on behalf of Creditor Guttman Energy, Inc. kebeck@bernsteinlaw.com,
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Kevin Gordon McDonald on behalf of Creditor VW Credit Leasing, Ltd. kmcdonald@kmlawgroup.com,
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Kevin M. Capuzzi on behalf of Interested Party Amazon.com Services, Inc., formerly Amazon
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Mark B Conlan on behalf of Defendant New England Motor Freight, Inc., et al.
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Mark B Conlan on behalf of Plaintiff New England Motor Freight, Inc. mconlan@gibbonslaw.com
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Michael D. Sirota on behalf of Interested Party Great Dane LLC msirota@coleschotz.com,
fpisano@coleschotz.com
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Norman N Kinel on behalf of Interested Party East West Bank norman.kinel@sqirepb.com,
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Peter M. Knob on behalf of Creditor Capital One, N.A. pknob@mccarter.com,
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Rene S. Roupinian on behalf of Plaintiff Rich Richardson rsr@outtengolden.com
Rene S. Roupinian on behalf of Plaintiff Alice Waters rsr@outtengolden.com
Richard Albuquerque on behalf of Creditor MICHAEL SINGLEY richarda@djdlawyers.com
Richard S. Kanowitz on behalf of Unknown Role Type Ad Hoc Group of Tort Claimants
rkanowitz@cooley.com, mklein@cooley.com;jindyke@cooley.com;efiling-notice@ecf.pacerpro.com
Rick Aaron Steinberg on behalf of Creditor TOTE Maritime rsteinberg@pricemeese.com
Robert A. Burke on behalf of Defendant Jenny Munson Andress, individually and as the
Administratrix of the Estate of Herbert Andress rburke@macelree.com
Robert E. Nies on behalf of Creditor Berkley Insurance Company rnies@csglaw.com
Robert K. Scheinbaum on behalf of Creditor New Jersey Manufacturers
rscheinbaum@connellfoley.com
Robert K. Scheinbaum on behalf of Defendant New Jersey Manufacturers Insurance Company a/s/o
Phyllis A. Troy rscheinbaum@connellfoley.com
Rona J. Rosen on behalf of Creditor WARN Act Class Plaintiffs and Putative Class
cbbutler@klehr.com, cbbutler@klehr.com
Sari Blair Placona on behalf of Defendant Jalil Waters and Rashida Carter splacona@msbnj.com
Sari Blair Placona on behalf of Defendant Shauna Jones splacona@msbnj.com
Sari Blair Placona on behalf of Creditor Rasheeda Carter splacona@msbnj.com
Sari Blair Placona on behalf of Creditor Interstate Towing Recovery Incorporated
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Sari Blair Placona on behalf of Creditor Mercedes Benz Financial Services USA LLC
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Sari Blair Placona on behalf of Defendant DARYL MARTIN AND KIM MARTIN splacona@msbnj.com
Sari Blair Placona on behalf of Creditor Shauna Jones splacona@msbnj.com
Sari Blair Placona on behalf of Creditor Daryl & Kim Martin splacona@msbnj.com
Sari Blair Placona on behalf of Creditor Jalil Walters splacona@msbnj.com
Scott J. Freedman on behalf of Creditor Corcentric, LLC sfreedman@dilworthlaw.com
Seoung Y. Lim on behalf of Creditor Pantos USA, Inc. joshualim@kcllawfirm.com,
denisemoreno@kcllawfirm.com,seankwak@kcllawfirm.com,jpark@kcllawfirm.com

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Total Noticed: 8

Date Rcvd: Jul 12, 2019

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email)
system (continued)

Stephen B. Ravin on behalf of Creditor Riggins, Inc. sravin@saull.com, jgillman@saull.com
U.S. Trustee USTPRegion03.NE.ECF@usdoj.gov
Virginia T. Shea on behalf of Creditor VFS US LLC vshea@mdmc-law.com,
sshidner@mdmc-law.com;mtaranto@mdmc-law.com
Virginia T. Shea on behalf of Creditor Volvo Financial vshea@mdmc-law.com,
sshidner@mdmc-law.com;mtaranto@mdmc-law.com
Warren Scott Gottlieb on behalf of Defendant Consolidated Edison Company of New York, Inc.
wgottlieb@golawllp.com

TOTAL: 120